

FIRST UNION RAIL

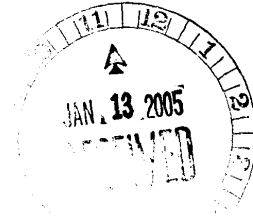
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 25411 FILED

JAN 13 2005 4:47 PM

SURFACE TRANSPORTATION BOARD



VIA UPS NEXT DAY AIR

January 6, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated November 19, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Corn Products International, Inc.
5 Westbrook Corporate Center
Westchester, IL 60154

A description of the railroad equipment covered by the enclosed document is fifteen (15) 5150 cubic foot covered hopper cars, with FURX marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures
(CP1002)

ASSGN. NO. CPI002

RECORDATION NO. 25411 FILED
JAN 13 '05 4-27 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19th day of November, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Corn Products International, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 21, 2004 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 8, 2003 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing
Title: _____

By: Theresa Catapano
Name: THERESA CATAPANO
Title: MGR. OF DOCUMENTATION

Executed on this 19th day of November 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of November 2004.

Georgia Freiburger
Notary Public

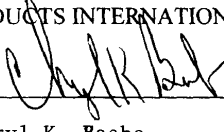
My Commission Expires:

5-2008
(Notary Public)



LESSEE:

CORN PRODUCTS INTERNATIONAL, INC.

By: 

Name: Cheryl K. Beebe

Title: Vice President and
Chief Financial Officer

ATTEST:

By: 

Name: Kimberly A. Hunter

Title: Treasurer

Executed on this 12th day of November, 2004.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Cheryl A. Rutgens, a Notary Public of the County and State aforesaid, certify that Cheryl K. Beebe & Kimberly A. Hunter personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12th day of November, 2004.


Notary Public

Commission Expires:

5-10-08
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifteen (15)

DESCRIPTION OF CARS: 5150 cubic foot capacity, covered hopper cars equipped with gravity
outlets and trough hatches and 286,000 GWR.

CAR NUMBERS:

FURX	842813
FURX	842818
FURX	842823
FURX	842833
FURX	842835
FURX	842838
FURX	842839
FURX	842851
FURX	842864
FURX	842889
FURX	842914
FURX	842923
FURX	842947
FURX	842950
FURX	842965
Count:	15